

File No. 82 - 3185



Messrs.  
UNITED STATES SECURITY AND  
EXCHANGE COMMISSION  
FILING DESK  
450 Fifth St. N.W. Judiciary Plaza  
20549 Washington D.C. U.S.A.

Milan, October 10<sup>th</sup>, 2008

**SUPPL**

SEC Mail  
Mail Processing  
Section

Re: Rule 12g3-2 (b) "Home Country Information" exemption

OCT 14 2008

Dear Sirs,

Washington, DC  
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We are pleased to send you, attached, a copy of the Notice of the Calling the Extraordinary and Ordinary Shareholders Meeting of UniCredit, which will be published in the Official Gazette of the Italian Republic on October 11<sup>th</sup>, 2008.

The above Notice will be also published in the "Sole 24 Ore", "La Repubblica", (Italian edition), in the "Financial Times" (European edition), in the "Frankfurter Allgemeine Zeitung" (German edition) on October 11<sup>th</sup> 2008.

With kindest regards, we remain,

Yours faithfully,

**PROCESSED**

NOV 06 2008

**THOMSON REUTERS**

UniCredit S.p.A.  
Direzione Generale

Shareholder Relations

Leo

UniCredit S.p.A

Sede Sociale  
Via A. Specchi, 16  
00186 Roma

Direzione Generale  
Piazza Cordusio  
20123 Milano

Capitale Sociale € 6.684.287.482,00  
interamente versato - Banca iscritta  
all'Albo delle Banche e Capogruppo del  
Gruppo Bancario UniCredit - Albo dei  
Gruppi Bancari: cod. 3135.1 - Iscrizione  
al Registro delle Imprese di Roma.  
Codice Fiscale e P. IVA n° 00348170101  
- Aderente al Fondo Interbancario di  
Tutela dei Depositi.

The shareholders of UniCredit are hereby convened to an Extraordinary and Ordinary Shareholders' Meeting to be held on 12<sup>th</sup> November 2008 at 10:00 am Registered Office in Rome Palazzo de Carolis, entrance Via A. Specchi, 16, and, if necessary, with regard to the extraordinary session, in second call, on 13<sup>th</sup> November 2008 at 10:00 am in the same location. If the necessary quorum is not reached, the Shareholders' Meeting is convened in third call for the extraordinary session and in second call for the ordinary session, **on 14<sup>th</sup> November 2008 at 10.30 am in Viale Umberto Tupini, 180 Rome**, to discuss and to resolve on the following

#### **AGENDA (\*)**

##### **Extraordinary Part**

- Paid-in capital increase in a maximum amount of Euro 486.539.085, to be completed by means of the issuance, in one of more tranches, of a maximum number of 973.078.170 ordinary shares, par value Euro 0.50 per share, to be offered pre-emptively to the ordinary shareholders and to the holders of saving shares of the company pursuant to article 2441, first, second and third paragraph, of the Italian Civil Code at a price of Euro 3.083 per share (equal to the reference price of UniCredit ordinary shares at the time of the closing of the Mercato Telematico Azionario of Borsa Italiana S.p.A. on Friday, October 3, 2008 and consequent amendments of the Articles of Association).

##### **Ordinary Part**

- Authorization for the disposal of own shares pursuant to Article 2357 - ter of the Italian Civil Code and revocation of the authorization granted by the Ordinary Shareholders' Meeting on December 16, 2005.

The directors' reports on the above items, will be filed by 28<sup>th</sup> October 2008 at the company's registered office and head office as well as at Borsa Italiana S.p.A. This documentation may be examined by the shareholders and will also be available on the company's website at [www.unicreditgroup.eu](http://www.unicreditgroup.eu).

Pursuant to article 12 of the Company's Articles of Association and article 3 of its Shareholder Meeting Regulations, meetings may be attended by the holders of ordinary shares who display a copy of the notification that Monte Titoli (the Centralised Administration Services) participants issued to the Company and which, in compliance with applicable law, are obliged to make available to them. It has been recalled that, in accordance with article 12 of the company's Articles of Association, the company must receive the notification sent by Monte Titoli participant at least two working days prior to the date set for the first call of the Meeting.

*Dieter RAMPL*

**(CHAIRMAN OF THE BOARD OF DIRECTORS)**

*Shareholders are kindly invited to arrive earlier than the scheduled time in order to facilitate the preliminary proceedings and to commence the meeting on time.*

*Shareholders wishing not to attend personally can be represented by a proxy (more than one proxy for the same shareholder is not permitted). As provided for by article 13 of the company's Articles of Association, "except where otherwise governed by current laws on proxy*

(\*) Convenience translation: the present translation is provided for information purposes only.

END